

**Custodian of Records Acknowledgement**

Corporations Code Section 8334 affords directors an absolute right to inspect and copy corporate books. While exercising this right, directors are under an ongoing fiduciary duty to the Corporation and its membership. A director's rights under Section 8334 may include access to personal, financial, sensitive or even privileged information, which when disclosed, may result in irreparable injury. By removing records from the corporate office, directors are assuming this fiduciary duty, and they must acknowledge the personal and financial liability a breach of this duty imposes.

For example, the attorney-client privilege belongs to the Corporation, and only the Board of Directors may waive the privilege through public or third-party disclosure. If the privilege is waived without Board approval, the director will be held personally liable, including costs and attorney's fees, for any resulting damage to the Corporation. Because a breach of fiduciary duty, whether a waiver of the attorney-client privilege or the disclosure of sensitive member information, lies outside the scope of a director's role, any resulting damage will not be covered by the Corporation's insurance policies.

I, \_\_\_\_\_, a director of \_\_\_\_\_,  
acknowledge the duty undertaken and the liability imposed by removing the following documents  
from the corporate office:

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Dated: \_\_\_\_\_

Signature: \_\_\_\_\_